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Attorneys For Cede & Co. as holder of certain
Notes and nominee name of The Depository
Trust Company

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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:
LASALLE BANK NATIONAL ASSOCIATION, :
as Indenture Trustee, :
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:
Interpleader Plaintiff, :
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:
-- against -- :
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BNP PARIBAS, LONDON BRANCH; AMBAC CREDIT :
PRODUCTS LLC; NATIXIS FINANCIAL PRODUCTS :
INC.; DEUTSCHE INVESTMENT MANAGEMENT :
AMERICAS INC. d/b/a DEUTSCHE INSURANCE :
ASSET MANAGEMENT; CEDE & CO., as holder of :
certain Notes and nominee name of The Depository Trust :
Company, and DOES 1 through 5, holders of certain Class :
A-2 Notes; and DOES 6 through 100, owners of beneficial :
interests in certain Class A-1T, Class A-2, Class A-3 and :
Class A-4 Notes, :
:
Interpleader Defendants. :
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Case No.
08 CV 6134 (LAP)

**ANSWER OF CEDE & CO.
AS NOMINEE FOR
THE DEPOSITORY
TRUST COMPANY**

Defendant Cede & Co., as holder of certain Notes and nominee name of The
Depository Trust Company ("DTC"), by and through its attorneys, Eiseman Levine
Lehrhaupt & Kakoyiannis, P.C., for its answer to the interpleader complaint herein
("Complaint") alleges as follows upon information and belief, except as to its own
actions which are alleged upon knowledge:

1. Denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraphs 1-9 of the Complaint, except as to the allegations of paragraph 3 of the Complaint admits that it resides in this judicial district, and as for those allegations concerning the terms or contents of certain named documents, including the Note Purchase Agreement and the Indenture, respectfully refers the Court to true and correct copies of those documents for the contents thereof.

2. With respect to paragraph 10 of the Complaint, admits that Cede & Co. is the nominee name of DTC, a limited purpose trust company organized under New York banking law with its principal place of business at 55 Water Street, New York, New York 10041 and affirmatively states that DTC is a securities depository and clearing agency, registered with the Securities and Exchange Commission, for the settlement of trades in corporate and municipal securities on behalf of the financial institutions that constitute its "Participants," and that securities deposited with DTC are registered in the name of DTC's nominee, Cede & Co., and are held for the benefit of, and in accordance with the instructions of, the Participants to whose DTC accounts such securities are credited. As to the remaining allegations of paragraph 10 of the Complaint, denies knowledge or information sufficient to form a belief as to the truth of these allegations, except admits that Cede & Co. is the holder of record of certain Notes.

3. Denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraphs 11-30 of the Complaint, and as for those allegations concerning the terms or contents of certain named documents, including the Note Purchase Agreement and the Indenture, respectfully refers the Court to true and correct copies of those documents for the contents thereof.

4. Denies knowledge or information sufficient to form a belief as to the truth of the allegations contained in paragraph 31 of the Complaint, except admits that this action was not brought by plaintiff in collusion with interpleader defendant Cede & Co.

FIRST AFFIRMATIVE DEFENSE

5. The Complaint fails to state a claim upon which relief can be granted as against Cede & Co.

SECOND AFFIRMATIVE DEFENSE

6. Cede & Co. has no beneficial ownership interest in any of the Notes, of any Class. Any Notes, of any Class, on deposit with DTC and registered in the name of Cede & Co. are held for the benefit of those DTC Participants to whose DTC accounts such securities are credited.

7. DTC and Cede & Co. have notified those Participants who hold Notes of this litigation.

8. Cede & Co. is only a nominal party to this litigation and defers to the DTC Participants with an interest in the Notes with respect to the legal and factual positions to be taken in response to plaintiff's claims, as such claims may affect the Notes registered in the name of Cede & Co. and credited to such Participants' respective DTC accounts.

9. As it is not the beneficial party in interest as described above, Cede & Co. does not intend to take an active role in the litigation of this case.

WHEREFORE, defendant Cede & Co. respectfully request that the Court enter judgment dismissing the Complaint as against it, together with its costs and expenses to the extent allowed by law, and for such other and further relief that the Court deems just and proper.

Dated: July 28, 2008

EISEMAN LEVINE LEHRHAUPT
& KAKOYIANNIS, P.C.

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